Oxford House, Inc. By-Laws

Preamble

1. These by-laws, adopted by the initial Directors of the Delaware non-profit corporation, Oxford House, Inc., shall govern the policies and procedures of the Corporation.

Members

2. Members of Oxford House, Inc. shall be the individuals living in an Oxford House operating under a valid charter issued by Oxford House, Inc. Each member of an Oxford House shall be entitled to vote for each officer of an individual Oxford House.

3. Associate Members of Oxford House, Inc. shall be all individuals who (a) have lived as members in an Oxford House, (b) voluntarily moved out of an Oxford House and (c) would be eligible to return to an Oxford House as a member.

Directors

4. The initial Directors of Oxford House, Inc. shall be the Presidents of the individual Oxford Houses in operation at date of incorporation in the State of Delaware. Their successors and the President of any new Oxford House shall become members of the Board of Oxford House, Inc. except that after there are twenty (20) individual Oxford Houses the Board shall be limited to nine (9) Directors selected under the representative system of election described in the following paragraph.

Within thirty days of Oxford House, Inc. granting a charter to the twenty-first (21st) House, the Presidents of the various Houses shall elect nine Directors from a slate consisting of current and past presidents of individual Oxford Houses residing in an Oxford House. Three of the initial representative Directors shall be elected for a term of three years; three for a term of two years, and three for a term of one year. Such Directors shall serve to the end of their term as long as they live in an Oxford House or would be qualified to live in an Oxford House. Thereafter, on an annual basis, the Presidents of the individual houses shall elect three representative Directors to serve three year terms. To the maximum extent possible, the membership of the Board should fairly represent the various regions of the country in which Oxford Houses are located.

Responsibilities

5. The Board of Oxford House, Inc. shall be responsible for (a) granting charters to responsible individuals to establish self-supporting Oxford Houses; (b) establishing quality assurance procedures to verify compliance of the individual Oxford Houses with the terms of its charter; (c) promptly revoking the charter from any group failing to adhere to the terms of an Oxford House Charter and (d) taking all necessary steps to preserve the Oxford House Traditions as enumerated in Appendix One to these By-Laws.

Meetings

6. The Board shall meet not less than quarterly with an annual meeting held each October in conjunction with the anniversary of the founding of Oxford House.

7. Two-thirds of Board Members present, or in telephonic communication with Board members living more than one hundred miles away from the site of the meeting, shall

constitute a quorum to conduct business at all meetings except the annual meeting. Two-thirds of Board Members must be present to constitute a quorum for conducting business at the annual meeting.

Independent Committees

8. In addition to any other committees, the Corporation shall have two permanent committees: the Founders' Committee and the Fund Committee.

The Founders' Committee shall be made up of the three founding members of Oxford House-- John V. O'Neill, J. Paul Molloy and Edwin W. Holden, III. The Founders' Committee shall undertake research programs, studies and promotional activity to further the expansion of the Oxford House concept. The Committee shall report its activities to the Board as appropriate. The Committee is authorized and directed to establish independent accounts and procedures to insure the segregation of its professional activities from the self-governing responsibilities of Oxford House, Inc. In the event of a vacancy on the Founders' Committee the remaining committee members shall select an Oxford House Associate, in good standing, as a replacement member.

The Fund Committee shall be made up of members of the Founders' Committee, the President of Oxford House, Inc. and an Associate Member of Oxford House annually selected by the Board. The purpose of the Fund Committee shall be to receive and disburse outside funds through a revolving fund for the purpose of (a) providing loans for the establishment of new Houses consistent with the Oxford House Traditions and (b) furthering the expansion of the Oxford House concept. The Fund Committee shall establish independent accounts and procedures to ensure the segregation of its activities from the self-governing responsibilities of Oxford House, Inc. The Fund Committee shall report to the Board on a monthly basis.

Corporate Officers

9. The Board shall elect corporate officers, by majority vote, from among its members. Such officers shall serve, in the particular office, for continuous periods not to exceed one year. The officers shall include a President, Treasurer and Secretary.

Board Powers

10. The Board of Oxford House, Inc. retains exclusive rights to grant or revoke a charter for the operation of an Oxford House and to undertake such other actions as may be necessary to assure the continuation of the Oxford House Traditions. At all times the Board shall authorize only those activities which preserve the status of Oxford House, Inc. and affiliated organizations as qualified exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or successor provisions.

Effective Date

11. These By-Laws shall become effective November 3, 1987 and may be amended or changed by a majority of the Board at any meeting with a quorum present.

Signed and verified by all of the Directors, voting and present, at the Board meeting of October 26, 1987.